

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

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RUTH LENTZ, Individually and On Behalf of All : Civ. Action No. 3:05-CV-0100-D
Others Similarly Situated, : (Consolidated with
 : Civil Action No. 3:05-CV-0142-D
Plaintiff, : Civil Action No. 3:05-CV-0157-D
vs. : Civil Action No. 3:05-CV-0184-D
 : Civil Action No. 3:05-CV-0203-D
CITADEL SECURITY SOFTWARE INC., : Civil Action No. 3:05-CV-0297-D
et al., : and
 : Civil Action No. 3:05-CV-0488-D)
Defendants. :
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HANS J. BAIER, derivatively on behalf of :
Nominal Defendant, CITADEL SECURITY :
SOFTWARE, INC., :
 :
 :
Plaintiff, :
vs. :
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 :
STEVEN B. SOLOMON, RICHARD :
CONNELLY, CHRIS A. ECONOMOU, : Civil Action No 3:05-CV-0846-D
 :
Defendants, :
 :
 :
And :
 :
 :
CITADEL SECURITY SOFTWARE, INC. :
 :
 :
Nominal Defendant :
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**UNOPPOSED MOTION FOR FINAL APPROVAL OF THE
PROPOSED SETTLEMENT AND PLAN OF ALLOCATION, AND
AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

Plaintiffs in the above-captioned actions respectfully move this court for 1) final approval of the proposed settlement set forth in the Stipulation of Settlement, filed with this Court on September 19, 2006, 2) an award of attorneys' fees in the amount of \$583,333.33 plus pro rata interest earned thereon; and 3) reimbursement of \$93,696.86 in expenses. Plaintiffs submit herewith 1) the Motion of file an Oversized Brief, which is the Memorandum of Law in Support of Final Approval and the Proposed Settlement and Plan of Allocation; 2) the Memorandum of Law in Support an Award of Attorneys' Fees and Reimbursement of Expenses, 3) the Declaration of Lawrence D. McCabe, in support of this motion, and 4) the Affidavit of Paul Mulholland, in further support.

As this Court has already ordered in its September 26, 2006 preliminary order, the hearing on the above matters shall take place on December 15, 2006.

DATED: December 5, 2006.

/s/ Lawrence D. McCabe
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Derivative Counsel

CERTIFICATE OF CONFERENCE

On December 1, 2006, I communicated with Carrie L. Huff, counsel for Defendants, who indicated that Defendants did not oppose the filing of these documents.

/s/ Randall K. Pulliam

CERTIFICATE OF SERVICE

On December 5, 2006, all counsel of record were served electronically with this document, and all accompanying documents submitted herewith, on the date of filing pursuant to the Court's Standing Order Designating Case for Enrollment in the Electronic Case Files "ECF" System.

/s/ Lawrence D. McCabe